

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

STEPHEN M. WILSON, *et al.*

Plaintiffs,

-against-

IMAGESAT INTERNATIONAL N.V., *et al.*

Defendants.

X

:

:

:

:

:

•

•

•

•

•

X

## DECLARATION OF SANDER BAK

I, Sander Bak, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a member of the firm, Milbank, Tweed, Hadley & McCloy, LLP (“Milbank”), counsel to Defendants ImageSat International N.V. (“ImageSat”), David Arzi, Yoav Chelouche, Shimon Eckhaus, Moshe Keret, Izhak Nissan, Gino Piperno-Beer and Jacob Weiss (collectively the “ImageSat D&Os”) in the above-captioned action. I am a member in good standing of the Bars of the State of New York and the United States District Court for the Southern District of New York. I submit this Declaration in support of the Reply Memoranda filed in Support of the Motions to Dismiss of Defendants ImageSat, Israel Aerospace Industries Ltd. (“IAI”), Elbit Systems Ltd., Moshe Keret, Izhak Nissan, Jacob Weiss, Shimon Eckhaus, Gino Piperno-Beer, David Arzi, Yoav Chelouche, Michael Federmann, Estate of Jacob Toren, Joseph Ackerman, Joseph Gaspar and Yehoshua Eldar, dated March 25, 2008.

2. Attached hereto as Exhibit 1 is a true and correct copy of the First Amended and Restated EROS A1 Satellite Supply Contract between IAI & West Indian Space.

dated July 25, 2000, referenced in the Declaration of Plaintiff Stephen Wilson, executed on January 30, 2008, at ¶ 19.

3. Attached hereto as Exhibit 2 is a true and correct copy of the First Amended and Restated EROS B1 Satellite Supply Contract between IAI & West Indian Space (the “EROS B1 SSC”), dated July 25, 2000, portions of which are annexed as Exhibit C to the First Amended Complaint.

4. Attached hereto as Exhibit 3 is a true and correct copy of the Second Amended and Restated EROS B Satellite Supply Contract between IAI & ImageSat, dated July 25, 2001, referenced in the First Amended Complaint at ¶¶ 18, 95, and 99-101.

5. Attached hereto as Exhibit 4 is a true and correct copy of the 2004 EROS B Satellite Supply Contract between IAI & ImageSat, dated June 4, 2004, referenced in the First Amended Complaint at ¶¶ 18, 211.

6. Attached hereto as Exhibit 5 is a true and correct copy of the relevant portions of the Credit Agreement between ImageSat & Bank Leumi Le-Israel B.M., dated July 25, 2001, referenced in the First Amended Complaint at ¶ 89.

7. Attached hereto as Exhibit 6 is a true and correct copy of an April 28, 2004 Letter from Phillip Siller, Solicitor, on behalf of Albert Reichmann, Hexagram & Co. and Shaw Street Investments to Menashe Broder, regarding the expiration date of certain ImageSat Bridge Warrants. This letter is referenced in ¶ 84 of the First Amended Complaint.

8. Attached hereto as Exhibit 7 is a true and correct copy of a November 30, 2007 e-mail that I sent to Ira Brad Matetsky, Esq., counsel to the Plaintiffs, regarding production of documents and depositions related to jurisdictional discovery.

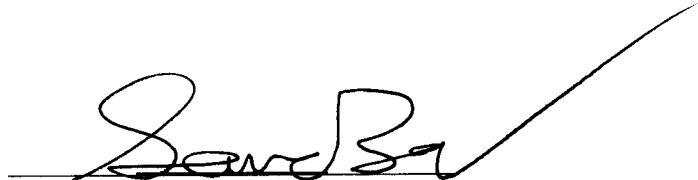
9. Attached hereto as Exhibit 8 is a true and correct copy of a January 30, 2006 letter from Shimon Eckhaus and Hagai Goren to BRW Engineering, Ltd. and Stephen Wilson regarding a Consulting Agreement.

10. Attached hereto as Exhibit 9 is a true and correct copy of relevant portions of the transcript of the jurisdiction-related deposition of Plaintiff Moshe Bar-Lev conducted on February 26, 2008.

11. Attached hereto as Exhibit 10 is a true and correct copy of relevant portions of the transcript of the jurisdiction-related deposition of Plaintiff Haim Yifrah conducted on February 27, 2008.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 25, 2008  
New York, New York



Sander Bak